

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

14	133	375
ON	B APPR	OVAL
OMB Numb	er:	3235-0076
Expires:		April 30, 2008
Estimated av	verage bur	den
hours per res	sponse	l

SEC USE ONLY							
Prefix	Serial						
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~	is an amendment and name has changed, and indic s in the First Colony Commons	:ate change.)			
Filing Under (Check box(es) that ap	<u>_</u>	⊠ Rule	• 506 FT 9	ection 4(6)	ULOE	
Type of Filing: New Filing	MAmendment ☐ Kule 303	⊠ Kuit	300	ection 4(0)	OLOE	
,, , , , , , , , , , , , , , , , , , , ,	A. BASIC IDENTIFICATI	ON DATA		H (640 5022) (600 50022) (60		
1. Enter the information requested		*		1 (6) 	<u> </u>	
	s an amendment and name has changed, and indica	ate change.)				
Covington First Colony Acc				07080304	(
Address of Executive Offices	(Number and Street, City, State, Zip Cod	le)	Telep.	···	•	
30 S. Wacker Drive, Suite 2			(312) 669-12	200		
Address of Principal Business Oper (if different from Executive Offices		e)	Telephone Numbe	r (Including Are	a Code)	
Brief Description of Business The acquisition, lease and s. Illinois.	ale of undivided tenant-in-common interests	in real esta	ate, specifically a	shopping cent	er in St. Char	les,
Type of Business Organization						
corporation	☐ limited partnership, already formed		other (please s	pecify): Limited	Liability Com	ipany
☐ business trust	☐ limited partnership, to be formed					CECCE
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	oration or Organization: Month			Estimated		OLSSE 182007 OMSOM
GENERAL INSTRUCTIONS						ANCIAL
P-41.						

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it

due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)	 								
Covington First Colo	•	LLC								
Business or Residence Address	•									
30 S. Wacker Drive, Su	•									
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)									
Covington Realty Par	tners, LLC									
Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2750, Chicago, 1L 60606										
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual)										
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)									
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)									
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)									
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, if i	ndividual)									
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)								

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

•				В.	INFORMA	TION ABO	OUT OFFE	RING					
											Yes	No	
1. Has	the issuer s	old, or doe	s the issue	intend to s	ell, to non	-accredited	linvestors	in this offer	ing?			\boxtimes	
			Α	nswer also	in Append	lix, Colum	n 2, if filinį	g under UL(DE.				
2. Wha	it is the min	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				\$638,479*		
											Yes	No	
3. Does the offering permit joint ownership of a single unit?													
offer and/ asso	mission or ring. If a po or with a st ciated perso	similar ren erson to be ate or state ons of such	nuneration listed is ares, list the n a broker o	for solicitated associated ame of the realer, yo	ion of pure person or broker or o	chasers in e agent of a dealer. If m	connection broker or c nore than fi	given, direct with sales of the dealer registry (5) person for that broining direct sales are the dealer registry.	of securities ered with ns to be li	es in the the SEC sted are			
Full Na	me (Last na	ame first, i	f individua	1)									
	ss or Reside			r and Street	t, City, Sta	te, Zip Coo	ie)						
	f Associate												
	ma Financi												
				ited or Inte ual States).									
[AL]	[AK]	[AZ]	[AR]	[ĈA✓]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [₩Ā✔]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
	me (Last nashelow, K			1)									
				r and Stree	t, City, Sta	te, Zip Coo	de)			<u>-</u>	<u>-</u>		
390	00 South V	Vadswort	h Blvd., S	uite 590, I	akewood	l, CO 802	35						
	of Associate pWest Sec												
				ited or Inte							All States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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She	me (Last n eehan, Wi	lliam S.							··				
				r and Stree eld, MA 0			de)						
	of Associate		or Dealer										
	estors Capi												
				ited or Inte ual States).							🔲 Ai	l States	
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[<u>OR</u> ✓] [WY]	[PA] [PR]	

^{*} A smaller amount may be accepted by the company in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold Debt -0-Equity..... \$ -0-☐ Preferred Common Partnership Interests.....\$ -0--0-\$7,457,990 \$7,457,990 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$7,457,990 Accredited Investors Non-accredited Investors -0-Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A Rule 504..... Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ⊠ \$

Printing and Engraving Costs. ⊠ \$ -0-\$425,652 Legal Fees. Accounting Fees -0- \boxtimes -0+ Engineering Fees. Sales Commission (specify finders' fees separately)..... \boxtimes \$2,128,262 -0-Other Expenses (identify) \boxtimes Total \$2,553,914

and total expenses furnished in respons	e to Part C - Question 4.a. This difference is	the "adjuste	:d	\$18,728,703	
each of the purposes shown. If the amore check the box to the left of the estimate	unt for any purpose is not known, furnish an of. The total of the payments listed must equal	estimate and	i		
			Payments to Officers, Directors & Affiliates	Payments To Others	
Salaries and fees		🛛	\$1,897,500	\$936,250	
Purchase of real estate		🛛	\$ 0	\$14,324,999	
Purchase, rental or leasing and insta	🛛	\$ 0	S 0		
Construction or leasing of plant bui	🛛	\$ 0	S 0		
offering that may be used in exchar	ige for the assets or securities of another issue	er	\$ 0	∑ \$ 0	
Repayment of indebtedness		🛛	\$ 0	S 0	
Working capital		🛛	\$ 0	S 0	
• • • • • • • • • • • • • • • • • • • •	- 	🛮	\$ 0	★ \$1,569,954	
	· · ·	—— ⊠	\$1,897,500	\$16,831,203	
Total Payments Listed (column total	ıls added)	********	🔯 <u>\$18,728,703</u>		
	D. FEDERAL SIGNATURE		,		
wing signature constitutes an undertaki	ng by the issuer to furnish to the U.S. Securiti	es and Exc	hange Commissio	on, upon written	
er (Print or Type)	Signature		Date /o	/11/0 -	
- 	W-0	,	<u> </u>	1	
e of Signer (Print or Type)		11634		. P' 4 C 1	
	Vice President, Covington Realty Partners Mezzanine, LLC, Manager of Covington I				
	and total expenses furnished in response gross proceeds to the issuer."	and total expenses furnished in response to Part C – Question 4.a. This difference is gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to each of the purposes shown. If the amount for any purpose is not known, furnish an each of the purposes shown. If the amount for any purpose is not known, furnish an each each of the purposes shown. If the amount for any purpose is not known, furnish an each each of the purposes shown. If the amount for any purpose is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnish an each each of the purposes is not known, furnished to purpose is not known, furnished	and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Salaries and fees	Payments to Officers, Directors & Affiliates Salaries and fees	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE						
Is any party described in 17 CFR 230.262 of such rule?	Yes □	No					
	See Appendix, Column 5, for state response.						
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in was required by state law.	hich this not	ice is filed, a notic	e on			
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
Limited Offering Exemption (ULOE) of	issuer is familiar with the conditions that must be sati the state in which this notice is filed and understands t ishing that these conditions have been satisfied.						
The issuer has read this notification and knoundersigned duly authorized person.	ws the contents to be true and has duly caused this n	otice to be s	igned on its behal	f by the			
Issuer (Print or Type)	Signature	Date	10/				
Covington First Colony Acquisition, LLC	1 1/4		10/11/0	1			
Name (Print or Type)	Title (Print or Type)						

Vice President, Covington Realty Partners, LLC, Manager of Covington First Colony

Mezzanine, LLC, Manager of Covington First Colony Acquisition, LLC

Instruction:

Maria H. Lee

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of security and aggregate offering price offered in state Type of investor and amount purchased in State		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULO (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Number of Accredited Number of Non-Accredited					
AL					2 mount	111101010	· LILLO WELL	Yes	No □	
AK										
AZ										
AR										
CA		⊠	Undivided tenant in common interests in real estate \$21,282,617	7	\$4,264,074	0	N/A		×	
СО										
СТ										
DE										
DC										
FL										
GA										
НІ										
ID										
IL										
IN										
IA										
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KY										
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ME										
MD										
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MS										
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MT										

APPENDIX

Type of investor and such that the sell to non-secretical divisions in State (Part C-Hem 1) Type of investor and aggregate offering price and aggregate offering price (Part C-Hem 1) Type of investor and amount purchased in State (Part C-Hem 1) Type of investor and amount purchased in State (Part C-Hem 2) Type of investors and amount purchased in State (Part C-Hem 2) Type of investors Type					1		4			
State	1	Intend to non-a investors	to sell ccredited s in State	and aggregate offering price offered in state		amount purchased in State			under State ULOE (if yes, attach explanation of waiver granted)	
NE										
NV		i			Investors	Amount	Investors	Amount		
NH	NE									1
NJ	NV			-						
NM	NH									
NY	NJ		⊠	common interests in real estate	2	\$1,276,958	0	N/A		⊠
NC □	NM									
ND □	NY									
OH □	NC									
OK □ □ Undivided tenant in common interests in real estate - \$21.282.617 1 \$638,479 0 N/A □ □ PA □	ND									
OR □ ⊠ Undivided tenant in common interests in real estate \$21,282,617 1 \$638,479 0 N/A □ □ PA □	ОН					1111				
Common interests in real estate \$21,282,617	ОК									
PA	OR		⊠	common interests in real estate	1	\$638,479	0	N/A		⊠
SC	PA									
SD	RI									
TN	SC									
TX	SD									
UT □	TN									
VT □	TX									
VA □	UT									
WA Image: Composition of the c	VT									
	VA									
wv	WA		×	common interests in real estate	2	\$1,278,479	0	N/A		⊠
WY D D	wv									
	WI									
PR 🗆 🗆 🗆	WY									
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